



CORPORATION SERVICE COMPANY

RECORDATION NO. 23313-C FILED

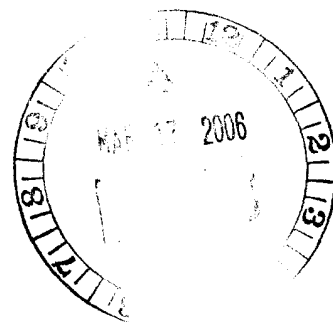
MAR 17 '06

4-02 PM *Secondary Filing*

**SURFACE TRANSPORTATION BOARD**

March 16, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)



REF: 150681-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 1, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **TEXAS OKLAHOMA AND EASTERN RAILROAD**  
33663 Weyerhaeuser Way South, Mail Sort CH3J38, Federal Way, WA  
98063

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TEXAS OKLAHOMA AND EASTERN RAILROAD** covering 100 60' Plate F, cushioned boxcars with reporting marks and numbers - ATW 84001 - 84180 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23313-A dated January 4, 2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3793.

Thank you for your prompt assistance.

Sincerely,

STEVE TURNER  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1<sup>st</sup> day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TEXAS OKLAHOMA AND EASTERN RAILROAD, a Oklahoma corporation, with an address at 33663 Weyerhaeuser Way South, Mail Sort CH3J38, Federal Way, WA 98063-9777 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 19, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 4, 2002 as Recordation Number 23313-A.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]  
Name: William A. Sklar  
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TEXAS OKLAHOMA AND EASTERN RAILROAD

By: [Signature]  
Name: David Lee / Gen Mgr.  
Title: General Manager

# Schedule A

## Number of Cars

## Equipment Description

100

60' Plate F, cushioned boxcar with 12' plug doors

1	ATW	84001	53	ATW	84112
2	ATW	84008	54	ATW	84113
3	ATW	84013	55	ATW	84114
4	ATW	84018	56	ATW	84115
5	ATW	84021	57	ATW	84116
6	ATW	84022	58	ATW	84117
7	ATW	84024	59	ATW	84118
8	ATW	84026	60	ATW	84119
9	ATW	84028	61	ATW	84120
10	ATW	84030	62	ATW	84121
11	ATW	84037	63	ATW	84122
12	ATW	84038	64	ATW	84123
13	ATW	84042	65	ATW	84124
14	ATW	84043	66	ATW	84125
15	ATW	84046	67	ATW	84126
16	ATW	84052	68	ATW	84127
17	ATW	84057	69	ATW	84128
18	ATW	84059	70	ATW	84129
19	ATW	84060	71	ATW	84130
20	ATW	84064	72	ATW	84131
21	ATW	84066	73	ATW	84132
22	ATW	84067	74	ATW	84133
23	ATW	84069	75	ATW	84134
24	ATW	84071	76	ATW	84135
25	ATW	84072	77	ATW	84136
26	ATW	84075	78	ATW	84137
27	ATW	84076	79	ATW	84138
28	ATW	84077	80	ATW	84139
29	ATW	84078	81	ATW	84140
30	ATW	84079	82	ATW	84141
31	ATW	84081	83	ATW	84142
32	ATW	84082	84	ATW	84143
33	ATW	84084	85	ATW	84145
34	ATW	84085	86	ATW	84146
35	ATW	84086	87	ATW	84148
36	ATW	84092	88	ATW	84149
37	ATW	84095	89	ATW	84150
38	ATW	84097	90	ATW	84151
39	ATW	84098	91	ATW	84152
40	ATW	84099	92	ATW	84153
41	ATW	84100	93	ATW	84154
42	ATW	84101	94	ATW	84156
43	ATW	84102	95	ATW	84165
44	ATW	84103	96	ATW	84169
45	ATW	84104	97	ATW	84174
46	ATW	84105	98	ATW	84176
47	ATW	84106	99	ATW	84178
48	ATW	84107	100	ATW	84180
49	ATW	84108			
50	ATW	84109			
51	ATW	84110			
52	ATW	84111			